
DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

GENERAL

The management and affairs of our business are supervised by our Board, which consists of nine Directors: two executive Directors, three non-executive Directors and four independent non-executive Directors upon Listing. Our Directors were all elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment.

Our board of Supervisors currently consists of three members. Except for the chief Supervisor who was elected by employees, our Supervisors were elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment.

Save as disclosed in this prospectus, each of our Directors, Supervisors and members of our senior management has not been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

As at the Latest Practicable Date, neither our Company nor our Directors has committed any breach, or been a subject of investigation for any breach or suspected breach, of any listing rules or relevant regulations since the listing of our A Shares on the Shanghai Stock Exchange.

DIRECTORS

The following table sets forth information regarding our Directors:

Name	Age	Position	Appointment Date	Roles and Responsibilities
Mr. Chen Qiyu (陳啟宇)	40	Executive Director and chairman	10 May 2005	Responsible for the overall development and strategic planning of our Group
Mr. Yao Fang (姚方).	43	Executive Director, vice chairman and general manager	9 June 2010	Responsible for the daily operations of our Group
Mr. Guo Guangchang (郭廣昌)	45	Non-executive Director	31 May 1995	Responsible for giving strategic advice and recommendations on the operations of our Group
Mr. Wang Qunbin (汪群斌)	43	Non-executive Director	31 May 1995	Responsible for giving strategic advice and guidance on the business and operations of our Group
Mr. Zhang Guozheng (章國政)	47	Non-executive Director	26 May 2008	Responsible for giving strategic advice and guidance on the business and operations of our Group
Mr. Guan Yimin (管一民)	62	Independent non-executive Director	28 May 2007	Responsible for providing guidance and supervision regarding the financial management of our Group
Mr. Han Jiong (韓炯)	43	Independent non-executive Director	23 April 2009	Responsible for giving strategic advice and guidance on the business and operations of our Group
Dr. Zhang Weijiong (張維炯)	59	Independent non-executive Director	9 June 2010	Responsible for giving strategic advice and guidance on the business and operations of our Group
Mr. Li Man-kiu Adrian David (李民橋)	39	Independent non-executive Director	30 October 2012	Responsible for giving strategic advice and guidance on the business and operations of our Group

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Executive Directors

Mr. Chen Qiyu (陳啟宇), aged 40, is our executive Director and chairman of the Board. Mr. Chen joined our Group in April 1994 and was appointed a Director on 10 May 2005. Mr. Chen is responsible for the overall development and strategic planning of our Group. Prior to joining our Group, Mr. Chen worked at Shanghai RAAS Blood Product Corporation (上海萊士血製品有限公司), now known as Shanghai RAAS Blood Product Company Limited (上海萊士血液製品股份有限公司), a company listed on the growth enterprise board of the Shenzhen Stock Exchange (stock code: 002252) from July 1993 to March 1994. Mr. Chen is a non-executive director of Sinopharm, a company listed on the Hong Kong Stock Exchange (stock code: 01099), a director of Zhejiang D.A. Diagnostic Company Limited (浙江迪安診斷技術股份有限公司), a company listed on the growth enterprise board of the Shenzhen Stock Exchange (stock code: 300244), and was a non-executive director of Forte, a company delisted from the Hong Kong Stock Exchange in May 2011. Mr. Chen is the president of China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會), vice council chairman of the Fourth Council of China Medicinal Biotechnology Association (中國醫藥生物技術協會), vice president of the Eighth Council of China Pharmaceutical Industry Association (中國化學製藥工業協會), chairman of the Shanghai Biopharmaceutical Industry Association (上海生物醫藥行業協會) and council member of the Shanghai Society of Genetics (上海市遺傳學會). Mr. Chen obtained a bachelor's degree in genetics from Fudan University (復旦大學) in July 1993 and a master of business administration from China Europe International Business School (中歐國際工商學院) (“CEIBS”) in September 2005.

Mr. Yao Fang (姚方), aged 43, is our executive Director, vice chairman of the Board and general manager. Mr. Yao joined our Group in April 2010 and was appointed a Director on 9 June 2010. Mr. Yao is mainly responsible for the daily operations of our Group. Prior to joining our Group, from 1993 to 2009, Mr. Yao was successively the assistant general manager of the international business department of Shanghai Wanguo Securities Company Limited, now known as Shenyin & Wanguo Securities Company Limited (申銀萬國證券股份有限公司), general manager of Shanghai Industrial Assets Management Company Limited (上海上實資產經營有限公司), general manager of Shanghai Industrial Management (Shanghai) Company Limited (上實管理(上海)有限公司), managing director of Shanghai Industrial Pharmaceutical Investment Company Limited (上海實業醫藥投資股份有限公司), a company delisted from the Shanghai Stock Exchange on 12 February 2010, chairman of Shanghai Overseas Company (上海海外公司), non-executive director of Lianhua Supermarket Holdings Company Limited (聯華超市股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 00980), and executive director of Shanghai Industrial Holdings Limited (上海實業控股有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 00363). Mr. Yao is currently a non-executive director of BioSino Bio-Technology and Science Incorporation (中生北控生物科技股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 08247), and chief supervisor of Sinopharm, a company listed on the Hong Kong Stock Exchange (stock code: 01099). Mr. Yao is a vice chairman of the Shanghai Pharmaceutical Industry Association (上海醫藥行業協會) since June 2010. Mr. Yao obtained a bachelor of economics from Fudan University (復旦大學) in July 1989 and a master of business administration from The Chinese University of Hong Kong in December 1993.

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Non-executive Directors

Mr. Guo Guangchang (郭廣昌), aged 45, is our non-executive Director. Mr. Guo joined our Group in January 1994 and was appointed a Director on 31 May 1995. Mr. Guo was chairman of the Board from July 1995 to October 2007. Mr. Guo is the executive director and chairman of Fosun International, a company listed on the Hong Kong Stock Exchange (stock code: 00656), the director of Club Méditerranée SA, a company listed on the NYSE Euronext Paris, and a director of Forte, a company delisted from the Hong Kong Stock Exchange in May 2011. Mr. Guo was a non-executive director of Sinopharm, a company listed on the Hong Kong Stock Exchange (stock code: 01099). Mr. Guo is the vice president of the Shanghai Federation of Industry and Commerce (上海市工商業聯合會(商會)), honorary chairman of the Zhejiang Chamber of Commerce in Shanghai (上海市浙江商會) and a deputy to the National People's Congress of the PRC. Mr. Guo was the recipient of the Directors of the Year Awards 2010 (Non Hang Seng Index Constituents) awarded by The Hong Kong Institute of Directors in November 2010. Mr. Guo obtained a bachelor of philosophy and a master of business administration from Fudan University (復旦大學) in July 1989 and July 1999, respectively.

Mr. Wang Qunbin (汪群斌), aged 43, is our non-executive Director. Mr. Wang joined our Group in January 1994, and was appointed a Director on 31 May 1995. Mr. Wang has served as our Director and general manager from 1995 to 2007 and was the chairman of the Board from October 2007 to June 2010. Prior to joining our Group, Mr. Wang was a lecturer at the Genetic Research Institute of Fudan University (復旦大學) from September 1991 to September 1993. Mr. Wang is an executive director and president of Fosun International, a company listed on the Hong Kong Stock Exchange (stock code: 00656), a non-executive director of Sinopharm, a company listed on the Hong Kong Stock Exchange (stock code: 01099), a director of Henan Lingrui Pharmaceutical Company Limited (河南羚銳製藥股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600285), and a director of Forte, a company delisted from the Hong Kong Stock Exchange in May 2011. Mr. Wang was a director of Shanghai Friendship Group Co., Ltd. (上海友誼集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600827). Mr. Wang is the vice chairman of China Chamber of International Commerce (中國國際商會) and chairman of the Huzhou Chamber of Commerce in Shanghai (上海湖州商會). Mr. Wang was named a "China's Top 10 Professional Manager" in the pharmaceuticals sector in 2004. Mr. Wang obtained a bachelor of science from Fudan University (復旦大學) in July 1991.

Mr. Zhang Guozheng (章國政), aged 47, is our non-executive Director. Mr. Zhang joined our Group in January 2007 and was our deputy general manager and chief financial officer until May 2009. Mr. Zhang was appointed a Director on 26 May 2008. Prior to joining our Group, Mr. Zhang was a teaching assistant at Shanghai University of Finance and Economics (上海財經大學) ("SUFU") from September 1987 to April 1993 and was the chief audit officer and chief financial officer of Bright Dairy and Food Co., Ltd. (光明乳業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600597), from May 2001 to December 2006. Currently, Mr. Zhang is a director of Fosun Finance, senior assistant to the president as well as deputy general manager of the finance division of Fosun High Tech, and chairman of Tebon Securities Company Limited. Mr. Zhang was a supervisor of Forte, a company delisted from the Hong Kong Stock Exchange in May 2011. Mr. Zhang obtained a bachelor of economics from Xiamen University (廈門大學) in July 1987 and a master of professional accountancy from The Chinese University of Hong Kong (香港中文大學) in December 2004. Mr. Zhang qualified as a certified public accountant in the PRC in June 2000.

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Independent non-executive Directors

Mr. Guan Yimin (管一民), aged 62, was appointed as an independent non-executive Director on 28 May 2007. Mr. Guan is a professor at the Shanghai National Accounting Institute (上海國家會計學院) (“SNAI”). Mr. Guan taught at SUFE from January 1983 to September 2000 and was a professor in the accounting department and associate dean and assistant to the president in the adult education school before joining SNAI as vice president in September 2000. Mr. Guan has solid work experience in accounting and financial management. Mr. Guan is an independent non-executive director of Bank of Shanghai (上海銀行股份有限公司), China Haisum Engineering Company Limited (中國海誠工程科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002116) and Shanghai Jiahua United Company Limited (上海家化聯合股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600315). Mr. Guan also serves as the chairman of the audit committee of these companies in which he is required to review and analyse the audited financial statements of the relevant companies. In addition, Mr. Guan has experience in reviewing and monitoring the adoption of internal control measures. Mr. Guan obtained a bachelor of accounting from SUFE in January 1983.

Mr. Han Jiong (韓炯), aged 43, was appointed as an independent non-executive Director on 23 April 2009. Mr. Han co-founded Llinks Law Offices (通力律師事務所) in September 1998 and is currently its managing partner. Prior to that, Mr. Han was a paralegal and an associate at Shanghai Jinmao Law Firm (上海金茂律師事務所) from July 1992 to September 1998. Mr. Han was a member of the Seventh and Eighth CSRC Public Offering Review Committee from January 2005 to April 2007, was appointed by the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) as a member of the First and Second Review Committee for the Enterprise Annuity Fund Management Association (企業年金基金管理機構評審委員會) from June 2005 to August 2009, and is a council member of the Shanghai Bar Association (上海市律師協會) since April 2008. Mr. Han obtained a bachelor of laws from East China University of Political Science and Law (華東政法大學) in July 1992. Mr. Han qualified as a lawyer in the PRC in February 1993.

Dr. Zhang Weijiong (張維炯), aged 59, was appointed as an independent non-executive Director on 9 June 2010. Dr. Zhang joined CEIBS in 1997 and serves as professor of management, director of EMBA program, president (Chinese affairs), co-dean and the director of the Centre of Chinese Private Enterprises in CEIBS. Prior to joining CEIBS, Dr. Zhang was associate dean and associate professor at the Management School of Shanghai Jiao Tong University (上海交通大學) (“SJTU”) from 1982 to 1997. Dr. Zhang is currently a director of Shanghai Automatic Industry Corporation (Group) (華域汽車系統股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600741), and an independent non-executive director of Springland International Holdings Limited (華地國際控股有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 01700). Dr. Zhang obtained a bachelor of engineering from SJTU in March 1982. Dr. Zhang received a master of science in business administration and a doctoral degree in philosophy from the University of British Columbia, Canada in May 1989 and May 1997, respectively.

Mr. Li Man-kiu Adrian David (李民橋), JP, aged 39, was appointed as an independent non-executive Director at our Company’s general meeting held on 17 April 2012 and his appointment is effective upon Listing. Mr. Li joined The Bank of East Asia, Limited (“BEA”), a company listed on the Hong Kong Stock Exchange (stock code: 00023) in August 2000. Mr. Li currently serves as the deputy chief executive of BEA and is responsible for the overall management of BEA’s business activities in Hong Kong. Mr. Li is also an independent non-executive director of the following companies listed on the Hong Kong Stock Exchange: Sino Land Company Limited (stock code: 00083), Tsim Sha Tsui

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Properties Limited (stock code: 00247), Sino Hotels (Holdings) Limited (stock code: 01221), China State Construction International Holdings Limited (stock code: 03311), and COSCO Pacific Limited (stock code: 01199), and an alternate independent non-executive director of San Miguel Brewery Hong Kong Limited (stock code: 00236). In addition, Mr. Li is an alternate director of AFFIN Holdings Berhad, a company listed on the Bursa Malaysia Securities Berhad. Mr. Li is currently a member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference, a member of the All-China Youth Federation, deputy chairman of the Beijing Youth Federation, a counsellor of the Hong Kong United Youth Association, a board member of The Community Chest of Hong Kong, chairman of the Vocational Training Council's Banking and Finance Industry Training Board, a member of the MPF Industry Schemes Committee of the Mandatory Provident Fund Schemes Authority, an advisory committee member of the Hong Kong Baptist University's School of Business, and a vice president of the council of The Hong Kong Institute of Bankers. Mr. Li obtained a bachelor of arts and a master of arts in law from the University of Cambridge in July 1995 and May 1999, respectively, and a master of management from Kellogg School of Management, Northwestern University in June 2000. Mr. Li was admitted as a solicitor of the Supreme Court of England and Wales and the High Court of Hong Kong in September 1998 and February 1999, respectively.

Save as disclosed herein, to the best of the knowledge information and belief of our Directors having made all reasonable enquiries, there are no other matters with respect to the appointments of our Directors and there is no information relating to our Directors that should be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

SUPERVISORS

The following table sets forth information regarding our Supervisors:

Name	Age	Position	Appointment Date	Roles and Responsibilities
Mr. Liu Hailiang (柳海良)	63	Chief Supervisor	28 May 2004	Responsible for overseeing the Board
Mr. Wang Pinliang (王品良)	43	Supervisor	9 June 2010	Responsible for overseeing the Board
Mr. Cao Genxing (曹根興)	65	Supervisor	26 May 2008	Responsible for overseeing the Board

Mr. Liu Hailiang (柳海良), aged 63, was appointed as our Supervisor on 28 May 2004 and has served as our chief Supervisor since 26 May 2008. Mr. Liu joined our Group in March 2000 and served as the assistant to general manager and personnel director of our Company. Prior to joining our Group, Mr. Liu worked in Shanghai RAAS Blood Products Corporation (上海萊士血製品有限公司), now known as Shanghai RAAS Blood Products Company Limited (上海萊士血液製品股份有限公司), a company listed on the growth enterprise board of the Shenzhen Stock Exchange (stock code: 002252), as a human resources manager from November 1989 to March 1995. Mr. Liu was the human resources manager of Johnson & Johnson China Limited from March 1995 to March 2000. Currently, Mr. Liu is a non-executive director of Sinopharm, a company listed on the Hong Kong Stock Exchange (stock code: 01099). Mr. Liu completed an associate education in business administration from Shanghai Construction Institute (上海市建築專科學校) in September 1986.

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Mr. Wang Pinliang (王品良), aged 43, was appointed as our Supervisor on 9 June 2010. Mr. Wang joined our Group in July 2000, and served as the deputy general manager, vice president and chief accountant in the finance department of our Company from July 2000 to February 2009. Prior to joining our Group, Mr. Wang worked for Sinopec Shanghai Petrochemical Company Limited (上海石油化工股份有限公司) from July 1991 to July 2000. Mr. Wang is the deputy general financial officer, general manager of the financial and accounting department and the general manager of the financial analysis department of Fosun High Tech and was a director of Shanghai Yuyuan, a company listed on the Shanghai Stock Exchange (stock code: 600655) from September 2009 to December 2010. Mr. Wang obtained a bachelor of accounting from SUFE in July 1991 and a master of accounting from The Chinese University of Hong Kong in December 2007. Mr. Wang qualified as a certified public accountant in the PRC in May 1996.

Mr. Cao Genxing (曹根興), aged 65, was appointed as our Supervisor on 26 May 2008. Mr. Cao currently serves as the secretary to the president of Dahua Group Limited (大華(集團)有限公司) and assistant to the chairman of Shanghai Shenxin Group Limited (上海申新(集團)有限公司). Mr. Cao graduated from Central Agricultural Broadcasting and Television School (中央農業廣播電視學校) with a diploma in agricultural science in December 1985. Mr. Cao graduated from Shanghai Baoshan District Vocational University (上海寶山區業餘大學) with a diploma in party and government management in January 1991.

SENIOR MANAGEMENT

The following table sets forth information regarding our senior management:

Name	Age	Position
Mr. Fan Banghan (范邦翰)	59	Senior deputy general manager
Mr. Li Xianlin (李顯林)	57	Senior deputy general manager
Dr. Qiao Zhicheng (喬志城)	40	Senior deputy general manager, secretary to the Board and chief financial officer
Dr. Zhang Xinmin (張新民)	46	Senior deputy general manager
Mr. Zhou Wenyue (周文岳)	52	Senior deputy general manager
Mr. Li Dongjiu (李東久)	47	Senior deputy general manager
Mr. Wang Cheng (汪誠)	49	Senior deputy general manager
Mr. Fu Jiemin (傅潔民)	60	Deputy general manager
Mr. Cui Zhiping (崔志平)	49	Deputy general manager
Mr. Ding Xiaojun (丁曉軍)	48	Deputy general manager
Mr. Zhu Yaoyi (朱耀毅)	50	Deputy general manager
Mr. Wang Kexin (王可心)	50	Deputy general manager
Mr. Hu Jianglin (胡江林)	42	Deputy general manager
Mr. Ni Xiaowei (倪小偉)	49	Deputy general manager

Mr. Fan Banghan (范邦翰), aged 59, joined our Group in 2000. Mr. Fan is our senior deputy general manager and is mainly responsible for the strategic planning of the pharmaceutical distribution and retail division. Prior to joining our Group, Mr. Fan worked for Shanghai Pharmaceuticals Co., Ltd. (上海市醫藥股份有限公司), now known as Shanghai Pharma, as deputy general manager from January 1998 to March 2000. Mr. Fan served as a supervisor of China National Medicines Corporation Limited (國藥集團藥業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600511),

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between December 2005 to May 2009 and is its director since May 2009. Mr. Fan is a non-executive director of Sinopharm, a company listed on the Hong Kong Stock Exchange (stock code: 01099). Mr. Fan is currently the vice chairman of the Shanghai Pharmaceutical Commerce Association (上海醫藥商業行業協會). Mr. Fan obtained an associate degree from Shanghai Education Institute (上海教育學院分院), majoring in politics and education, in July 1984.

Mr. Li Xianlin (李顯林), aged 57, joined our Group in 2004. Mr. Li is our senior deputy general manager and is mainly responsible for the strategic planning and management of the pharmaceutical manufacturing and research and development divisions. Mr. Li joined Xuzhou Biopharmaceuticals Manufactures Plant (徐州生物化學製藥廠) in August 1982, now known as Wanbang Pharma, and was head of the plant since June 1993. Mr. Li obtained a bachelor of pharmacy from Nanjing Pharmaceutical College (南京藥學院), now known as China Pharmaceutical University (中國藥科大學), in July 1982 and a master of business administration from CEIBS in June 2008.

Dr. Qiao Zhicheng (喬志城), aged 40, joined our Group in February 2011. Dr. Qiao is our senior deputy general manager, chief financial officer and secretary to the Board and is mainly responsible for the overall management of our financial and securities affairs. Prior to joining our Group, Dr. Qiao worked in Youngjin Group (湧金集團) from 1998 to 2003. Dr. Qiao joined Zhuzhou Qianjin Pharmacy Company Limited (株洲千金藥業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600479), in 2004 as the chief investment officer, and was its general manager from December 2004 to August 2010 and its vice chairman from July 2009 to August 2010. Dr. Qiao is a non-executive director of BioSino Bio-Technology and Science Incorporation (中生北控生物科技股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 08247). Dr. Qiao obtained a bachelor of engineering and a master of engineering from Tsinghua University (清華大學) in June 1996 and June 1998, respectively. Dr. Qiao obtained a doctoral degree in economics from Peking University (北京大學) in January 2007.

Dr. Zhang Xinmin (張新民), aged 46, joined our Group in 2010. Dr. Zhang is our senior deputy general manager and is mainly responsible for the daily management of the medical service division. Prior to joining our Group, Dr. Zhang worked for the anti-epidemic station, Huaiyin city, Jiangsu province, PRC from July 1989 to August 1991, and the Department of Health Education of the Shanghai Municipal Government from July 1994 to May 1995. Dr. Zhang joined the Shanghai Social Medical Insurance Bureau (上海市醫療保險局) in September 1999 and served as its deputy office director from March 2009 to December 2009. Dr. Zhang worked in Shanghai Xingye Investment Development Limited Company (上海興業投資發展有限公司) as vice president from December 2009 to May 2010. Dr. Zhang obtained a bachelor of medicine and a master of medicine from Shanghai Medical University (上海醫科大學), now known as Shanghai Medical College of Fudan University (復旦大學上海醫學院) (“SMC”), in July 1989 and July 1994, respectively. Dr. Zhang obtained a doctoral degree in management from Fudan University (復旦大學) in January 2008.

Mr. Zhou Wenyue (周文岳), aged 52, joined our Group in 2007. Mr. Zhou is our senior deputy general manager and is mainly responsible for the human resources and administrative management. Prior to joining our Group, Mr. Zhou was a director of the human resources department of CEIBS from October 1997 to June 2000, deputy general manager of Shanghai Huadong Computing Group Company Limited (上海華東電腦股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600850), from September 2000 to June 2003 and deputy director of the human resources department of Fosun

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High Tech from May 2003 to December 2006. Mr. Zhou obtained a bachelor of engineering from University of Science and Technology of China (中國科學技術大學) in July 1983 and a master of business administration from CEIBS in April 1997.

Mr. Li Dongjiu (李東久), aged 47, joined our Group in 2009. Mr. Li is our senior deputy general manager and is mainly responsible for the daily operations of the pharmaceutical manufacturing division. Prior to joining our Group, Mr. Li worked for North China Pharmaceutical Group Corporation (華北製藥股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600812), from July 1987 to December 2009. Mr. Li obtained a bachelor of engineering from Dalian Engineering College (大連工學院), now known as Dalian University of Technology (大連理工大學), in July 1987, a master of management from Wuhan University of Technology (武漢交通科技大學), now known as Wuhan University of Technology (武漢理工大學), in July 1999, and a master of arts from the Flinders University of South Australia in October 2005.

Mr. Wang Cheng (汪誠), aged 49, joined our Group in 2011. Mr. Wang is our senior deputy general manager and is mainly responsible for the management of the pharmaceutical manufacturing and research and development divisions. Prior to joining our Group, Mr. Wang worked as a department manager in Shenzhen Changli Silk Product Company Limited (深圳昌利絲綢有限公司) from October 1990 to March 1994. Mr. Wang then worked for Holley Group Company Limited (華立集團股份有限公司) from July 1994 to September 2010 and was a director, head of the financial department, president and chairman of the board of Holley Share Company Limited (重慶華立控股股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000607), from October 1999 to October 2006. Mr. Wang was the vice president and chairman of the board of Kunming Pharmaceutical Group Corporation Limited (昆明製藥集團股份有限公司) (“KPC”), a company listed on the Shanghai Stock Exchange (stock code: 600422) (“KPC”), from November 2002 to October 2006. Mr. Wang was the chairman of the board of Wuhan Jianmin Pharmaceutical Groups Corporation Limited (武漢健民藥業集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600976), from October 2009 to September 2010. Mr. Wang obtained a bachelor’s degree in literature in July 1988 and a master of business administration in July 1998 from Hangzhou University (杭州大學), now known as Zhejiang University (浙江大學).

Mr. Fu Jiemin (傅潔民), aged 60, joined our Group in 2005. Mr. Fu is our deputy general manager and is mainly responsible for the pharmaceutical research and development. Prior to joining our Group, Mr. Fu was the dean of the Pharmacology Office of Chongqing Pharmaceutical Research Institute (重慶醫藥工業研究院). Mr. Fu obtained a master of medicine from Inner Mongolia Medical College (內蒙古醫學院) in July 1987.

Mr. Cui Zhiping (崔志平), aged 49, joined our Group in 2006. Mr. Cui is our deputy general manager and is mainly responsible for the international business of our Company. Prior to joining our Group, Mr. Cui worked for Shanghai Pharma from 2001 to 2005. Mr. Cui obtained a bachelor of pharmacy from SMC in July 1986 and a master of business administration from La Trobe University in March 2002.

Mr. Ding Xiaojun (丁曉軍), aged 48, joined our Group in 1999. Mr. Ding is our deputy general manager and the general manager of the medical device division and is mainly responsible for the strategic planning and daily operations of the medical device division. Mr. Ding was an engineer at the Innovative and High Technology Branch of Science and Technology Commission of Shanghai Municipality (上海市科學技術委員會) responsible for the management of the biotechnology programs,

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and was the general manager of Technology Innovation from September 1992 to September 1998. Mr. Ding obtained a bachelor of engineering from East China College of Chemical (華東化工學院), now known as East China University of Science and Technology (華東理工大學), in July 1985 and a master of business administration from Touro University International, now known as TUI University, in November 2002.

Mr. Zhu Yaoyi (朱耀毅), aged 50, joined our Group in 2003. Mr. Zhu is our deputy general manager and the general manager of the medical diagnostic division and is mainly responsible for the strategic planning and daily operations of the medical diagnostic division. Prior to joining our Group, Mr. Zhu was a lecturer at Shanghai University of Engineering Science (上海工程技術大學) from July 1987 to January 1991. Mr. Zhu was a manager of Beckman Coulter Commercial Enterprise Company Limited, responsible for marketing activities in Eastern China, from February 1991 to April 1999. Mr. Zhu obtained a bachelor of engineering and a master of engineering from Shanghai Machinery College (上海機械學院), now known as Shanghai Polytechnic University (上海理工大學), in July 1984 and July 1987, respectively.

Mr. Wang Kexin (王可心), aged 50, joined our Group in 2010. Mr. Wang is our deputy general manager and is mainly responsible for the investment business of our pharmaceutical manufacturing segment. Prior to joining our Group, Mr. Wang was the deputy general manager of Sea Rainbow Holding Corporation (海虹控股醫藥電子商務有限公司) from January 2001 to November 2002, marketing director of KPC and general manager of Kunming Pharmaceutical Retail Company Limited (昆明製藥藥品銷售有限公司) from November 2002 to January 2004, general manager of Beijing Huali Jiuzhou Medical Company Limited (北京華立九州醫藥有限公司) from January 2004 to January 2009, vice-president of Chongqing Huali Pharmaceutical Industry Company Limited (重慶華立藥業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000607), from January 2007 to January 2009, and chairman of Beijing Tianren Hexin Pharmaceutical Company Limited (北京天仁合信醫藥經營有限責任公司) from February 2009 to March 2010. Mr. Wang obtained a bachelor of medicine from Shenyang Medical College (瀋陽醫學院) in July 1988.

Mr. Hu Jianglin (胡江林), aged 42, joined our Group in 2011. Mr. Hu is our deputy general manager and is mainly responsible for the investment in consumer products. Prior to joining our Group, Mr. Hu was an assistant professor at SJTU from August 1992 to June 1994. Mr. Hu joined Shanghai Jiao Da Onlly Company Limited (上海交大昂立股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600530), in July 1994 and was its vice president from January 2005 to June 2011. Mr. Hu worked in Shanghai Jiaotong University Industrial Investment & Management Company Limited (上海交大產業投資管理(集團)有限公司) from June 2011 to August 2011. Mr. Hu obtained a bachelor of engineering from SJTU in July 1992 and a master of business administration from CEIBS in September 2005.

Mr. Ni Xiaowei (倪小偉), aged 49, joined our Group in 2011. Mr. Ni is our deputy general manager and is mainly responsible for the strategic planning and daily operations of the investment division. Prior to joining our Group, Mr. Ni held various position with Shanghai Zhongxin Telecommunications Plant (上海中興無線電廠) from 1982 to 1990. Mr. Ni worked in the human resources department, and subsequently as the general manager of the retail pharmaceutical department of Shanghai Pharma and general manager of Putong Medicine Corporation (浦東醫藥公司) from 1990 to 1998. Mr. Ni was the general manager of the investment business division and the retail pharmaceutical department of our Company from 1998 to 2001. Mr. Ni was successively the general manager of the retail pharmaceutical

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department of China Huayuan Group Limited (中國華源集團有限公司), deputy general manager of Beijing Pharmaceutical Group Company Limited (北京醫藥集團), director and deputy general manager of China Huayuan Group Company Limited (中國華源生命產業有限公司) from 2002 to 2008. Mr. Ni was the chairman of Xian Xinxibei Shuanghe Pharmaceutical Company Limited (西安新西北雙鶴醫藥有限公司) and Kunshan Shuanghe Pharmaceutical Company Limited (昆山雙鶴醫藥有限公司) from 2008 to June 2011. Mr. Ni obtained an associate degree in mathematics from Shanghai Normal University (上海師範大學) in September 1982 and a master of business administration from Monash University in May 1998.

JOINT COMPANY SECRETARIES

Dr. Qiao Zhicheng (喬志城), one of the joint company secretaries, is also our deputy general manager, chief financial officer and secretary to the Board. Please refer to the sub-section headed “Senior Management” of this section in the prospectus for his biography.

Ms. Lo Yee Har Susan (盧綺霞), aged 53, is one of the joint company secretaries. Ms. Lo is a director of Corporate Services at Tricor Services Limited (“Tricor”) and serves as head of the professional development and training at Tricor. Prior to joining Tricor, Ms. Lo served as director of the company secretarial department of Tricor Tengis Limited and Ernst & Young in Hong Kong. Ms. Lo has experience in a diversified range of corporate services and has been providing professional secretarial services for over 30 years. Ms. Lo is currently the company secretary to four Hong Kong listed companies. Ms. Lo is a fellow member of both The Institute of Chartered Secretaries and Administrators in United Kingdom and The Hong Kong Institute of Chartered Secretaries. Ms. Lo graduated from The Hong Kong Polytechnic, now known as The Hong Kong Polytechnic University.

Dr. Qiao Zhicheng has been appointed as the contact person in our Company to Ms. Lo Yee Har Susan in compliance with paragraph F1.1 of Appendix 14 of the Hong Kong Listing Rules.

BOARD COMMITTEES

The Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the corporate governance practices prescribed in the Hong Kong Listing Rules, our Company has formed four board committees, including a strategic committee, an audit committee, a nomination committee, and a remuneration and appraisal committee.

Strategic Committee

Our strategic committee consists of five Directors: Mr. Chen Qiyu, Mr. Guo Guangchang, Mr. Wang Qunbin, Dr. Zhang Weijiong and Mr. Han Jiong. Mr. Chen Qiyu currently serves as the chairman of our strategic committee.

The primary responsibilities of our strategic committee are to develop and evaluate our operational targets and long term development strategies and formulate our development strategies and plans, which include, among other things:

- understanding and mastering the overall operations of our Company, the international and domestic market trends and the relevant governmental policies;
- researching and advising on the short-term, medium-term and long-term development strategies of our Company and major investment decisions; and

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- reviewing and approving research reports on development strategy.

Audit Committee

Our audit committee consists of three Directors: Mr. Guan Yimin, Mr. Han Jiong and Mr. Zhang Guozheng. Mr. Guan Yimin currently serves as the chairman of our audit committee.

The primary responsibilities of our audit committee are to supervise our internal control, financial information disclosure and internal audit matters, which include, among other things:

- proposing appointment or replacement of external auditors;
- overseeing and reviewing the internal control and internal audit systems of our Company and their implementation; and
- enhancing the communication between internal audit and external audit.

Nomination Committee

Our nomination committee consists of three Directors: Mr. Han Jiong, Mr. Guan Yimin and Mr. Guo Guangchang. Mr. Han Jiong currently serves as the chairman of our nomination committee.

The primary responsibilities of our nomination committee include, among other things:

- formulating the nomination procedures and standards for candidates for Directors and senior management; and
- conducting review of the qualifications and credentials of the candidates for Directors and senior management and making recommendations.

Remuneration and Appraisal Committee

Our remuneration and appraisal committee consists of three Directors: Dr. Zhang Weijiong, Mr. Guan Yimin and Mr. Wang Qunbin. Dr. Zhang Weijiong currently serves as the chairman of our remuneration and appraisal committee.

The primary responsibilities of our remuneration and appraisal committee include:

- formulating performance appraisal system, competitive remuneration package and reward and punishment measures;
- reviewing and evaluating the performance of our Directors and our senior management; and
- monitoring the implementation of the compensation system of our Company.

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DIRECTORS' AND SUPERVISORS' REMUNERATION

The aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes we paid to our Directors and Supervisors for each of the three years ended 31 December 2011 and the six months ended 30 June 2012 was approximately RMB2.8 million, RMB3.8 million, RMB6.2 million and RMB5.4 million, respectively. Further information on the remuneration of each of our Directors and Supervisors during the Track Record Period is set out in Note 10 of section II of the Accountants' Report as set out in Appendix I to this prospectus.

During the Track Record Period, no remuneration was paid to our Directors and Supervisors as an inducement to join or upon joining our Group. No compensation was paid to, or receivable by, our Directors, past Directors, Supervisors and past Supervisors during the Track Record Period for the loss of office as director or supervisor of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors or Supervisors waived any emoluments during the Track Record Period.

The aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes to the five highest paid individuals by our Group for each of the three years ended 31 December 2011 and the six months ended 30 June 2012 was approximately RMB4.8 million, RMB6.5 million, RMB9.1 million and RMB8.9 million, respectively. The five highest paid individuals of our Group included one, two, two and two Directors for each of the three years ended 31 December 2011 and the six months ended 30 June 2012, respectively, whose remunerations are included in the aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes we paid to our Directors and Supervisors set out above.

During the Track Record Period, no remuneration was paid to the five highest paid individuals of our Group as an inducement to join or upon joining our Group. No compensation was paid to or receivable by such individuals during the Track Record Period for the loss of any office in connection with the management of the affairs of any member of our Group.

Save as disclosed, no other payments have been paid or are payable in respect of the Track Record Period to our Directors or Supervisors by our Group.

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EMPLOYEES

As at 30 June 2012, we had 13,722 full-time employees. The table below sets forth a breakdown of our employees by function:

<u>Function</u>	<u>Number of Employees</u>
Operation and management	591
Research and development ⁽¹⁾	1,612
Manufacturing	6,077
Sales	3,432
Finance and accounting	325
Administration and support	759
Medical staff	577
Others	<u>349</u>
Total	<u><u>13,722</u></u>

Our Company has implemented a number of initiatives in recent years to enhance the productivity of our employees, whom we hire through a competitive process. We conduct periodic performance reviews for our employees, and their salaries and bonuses are performance based. In addition, we have implemented training programs for employees at various positions. We believe that these initiatives have increased employee productivity.

The remuneration package for our employees generally includes salary and bonuses. Employees also receive welfare benefits including medical care, housing subsidies, pension, occupational injury insurance and other miscellaneous benefits. As required by applicable PRC regulations, we participate in various employee benefit plans that are organized by municipal and provincial governments, including housing funds, pension, medical, maternity and unemployment benefit plans. We are required under PRC law to make contributions to the employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of our employees, up to a maximum amount specified by the respective local government authorities where we operate our businesses from time to time. We also provide post-employment benefits to certain of our retired employees.

The total amount of our employee benefit expenses for the years ended 31 December 2009, 2010 and 2011 and the six months ended 30 June 2012 was approximately RMB456.1 million, RMB604.4 million, RMB648.8 million and RMB418.5 million, respectively.

We provide extensive training for employees. The training is designed to strengthen staff commitment to qualify and improve staff knowledge in a number of important areas of our services, such as knowledge about our Company, products and customers service skills.

Note:

(1) Including research and development and quality control personnel.

COMPLIANCE ADVISER

Pursuant to Rule 3A.19 of the Hong Kong Listing Rules, we have appointed Haitong International Capital Limited as our compliance adviser to advise us on the following matters in accordance with Rule 3A.23 of the Hong Kong Listing Rules:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where we propose to use the proceeds we receive from the Global Offering in a manner different from that detailed in this prospectus or where the business activities, developments or results of our Company deviate from any forecast, estimate or other information in this prospectus; and
- (d) where the Hong Kong Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Hong Kong Listing Rules.

The term of the appointment will commence on the Listing Date and end on the date on which we send our financial results as required under Rule 13.46 of the Listing Rules for the first full financial year commencing after the Listing Date.